

October 20, 2025

General Manager
Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Vice President
Listing Department
National Stock Exchange of India Limited
'Exchange Plaza',
Bandra-Kurla Complex,
Bandra (East), Mumbai 400 051

Dear Sir/Madam,

Subject: Declaration of remote e-voting results of postal ballot along with report issued by the Scrutinizer

We refer to our intimation dated September 12, 2025 and letter dated September 19, 2025, enclosing the Postal Ballot Notice, seeking approval of the members of the Company for the appointment of Mr. Naveen Tahilyani (DIN: 06594510) and Mr. Samit Upadhyay (DIN: 11288692) as non-executive Directors of the Company, by way of an Ordinary Resolutions.

Further, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please be informed that the above-mentioned Ordinary Resolutions has been passed by the members, with requisite majority, on the last date specified for remote e-voting i.e. October 19, 2025 (Deemed date of approval of members).

Please find enclosed herewith, the e-voting results along with the Scrutinizer's report.

The same shall also be made available on the Company's website at www.iciciprulife.com.

Thanking you,

Yours sincerely,

For ICICI Prudential Life Insurance Company Limited

Priya Nair
Company Secretary
ACS 17769

Encl.: As above

Cc: Axis Trustee Services Limited, Debenture Trustee

	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED
Date of the AGM/EGM	19-10-2025
Total number of shareholders on record date	352249
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Naveen Tahilyani (DIN: 06594510), as a Non- Executive Director of the Company, liable to retire by rotation. Ordinary Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,055,122,783	1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	311,952,454	256,055,248	82.0815	244,833,224	11,222,024	95.6173	4.3826	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		256,055,248	82.0815	244,833,224	11,222,024	95.6173	4.3827	0	0
Public- Non Institutions	E-Voting	79,636,884	4,935,783	6.1979	4,920,450	15,333	99.6893	0.3106	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,935,783	6.1979	4,920,450	15,333	99.6894	0.3106	0	0
	Total	1,446,712,121	1,316,113,814	90.9728	1,304,876,457	11,237,357	99.1462	0.8538	0	0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Samit Upadhyay (DIN: 11288692), as a Non- Executive Director of the Company, liable to retire by rotation. Ordinary Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,055,122,783	1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,055,122,783	100.0000	1,055,122,783	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	311,952,454	254,875,646	81.7034	245,374,355	9,501,291	96.2721	3.7278	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		254,875,646	81.7034	245,374,355	9,501,291	96.2722	3.7278	0	0
Public- Non Institutions	E-Voting	79,636,884	4,936,208	6.1984	4,919,557	16,651	99.6626	0.3373	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,936,208	6.1984	4,919,557	16,651	99.6627	0.3373	0	0
Total	Total	1,446,712,121	1,314,934,637	90.8912	1,305,416,695	9,517,942	99.2762	0.7238	0	0

SCRUTINIZER'S REPORT

ON

**THE REMOTE E-VOTING IN RESPECT OF PASSING
RESOLUTION CONTAINED IN THE POSTAL BALLOT**

NOTICE DATED SEPTEMBER 12, 2025

OF

ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED

Alwyn D'Souza & Co.

Company Secretaries

[Firm Registration No: S2003MH061200] [Peer Review Certificate No.5936/2024]

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower,
Mira Road (East), Thane-401107; Tel: 022-79629822; Mob: 09820465195;

E-mail: alwyn@alwynjay.com ;Website : www.alwynjay.com

SCRUTINIZER'S REPORT

To

The Chairman

ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED

1089, ICICI Prulife Towers, Appasaheb Marathe Marg, Prabhadevi,
Mumbai - 400 025, India

Scrutinizer's Report on Postal Ballot process carried out through remote e-voting on
resolutions specified in the Postal Ballot Notice dated September 12, 2025

Dear Sir,

SUB: SCRUTINIZER'S REPORT

I, Alwyn D'Souza, proprietor of Alwyn D'Souza & Co, Company Secretaries appointed as Scrutinizer by the Board of Directors of **ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED** for the purpose of scrutinizing the Postal Ballot process for seeking approval of its Members through Postal Ballot only by way of voting through electronic means (remote e-voting) on the resolutions as specified in the Postal Ballot Notice dated September 12, 2025.

I have carried out the work as Scrutinizer from the close of the remote e-voting period i.e., 5:00 PM IST on Sunday, October 19, 2025.

The Management of the Company is responsible to ensure compliance with the requirements of relevant provisions of the Companies Act, 2013 and Rules made thereunder and various circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot through voting by electronic means.

My responsibility as the Scrutinizer is restricted to prepare a report of the votes cast in favour/against on the resolution contained in the Postal Ballot Notice dated September 12, 2025 based on the reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL"), the authorised agency to provide remote e-voting facilities, engaged by the Company for the purpose.

I submit my report as under:

1. The Postal Ballot is held in compliance with the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, General Circular dated September 19, 2024 issued by Ministry of Corporate Affairs and Circular dated October 3, 2024 issued by Securities and Exchange Board of India read with earlier Circular(s) issued in this regard by the respective Authorities, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations), the Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force for seeking consent/approval through Postal Ballot only by way of voting through electronic means (remote-voting) on the resolutions as set out hereunder.
2. The Company has on Friday, September 19, 2025 dispatched Postal Ballot Notice through electronic mode to the Members whose e-mail ids were registered with the Company, Registrar & Share Transfer Agents (RTA), Central Depository Services (India) Limited ("CDSL")/ National Securities Depository Limited ("NSDL") as on September 12, 2025 i.e. the cut-off date. The hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope was not sent to the Members for the Postal Ballot in accordance with the relaxations provided in this regard under the MCA Circulars.
3. As stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, advertisements were published by the Company in 'Financial Express, All India editions', ('English Newspaper') and Loksatta, Mumbai edition' ('Marathi Newspaper') on Thursday, September 18, 2025 informing the Members of postal ballot process and encouraging them to update their email id and related details to receive the postal ballot notice. An advertisement was also published on Saturday, September 20, 2025 informing about the completion of dispatch of Postal Ballot notice, to the Members along with other related matters mentioned therein.
4. The Remote e-voting facility was provided by National Securities Depository Limited "NSDL". The Postal Ballot remote e-voting period commenced on Saturday, September 20, 2025 (9:00 AM IST) and ended on Sunday, October 19, 2025 (5:00 PM IST).
5. After the time fixed for closing of the e-voting, the votes were unblocked on Sunday, October 19, 2025 at 5.01 PM IST in the presence of two witnesses (named at the end of this report) who are not in the employment of the Company, on the e-voting portal of ('NSDL') i.e. <https://www.evoting.nsdl.com/> and a final electronic report was generated by me. The data generated was diligently scrutinized.

6. The data for the purpose of verification of the number of Members eligible to vote was taken as of Friday, September 12, 2025 which was the relevant date (cut-off date), fixed for determining voting rights of the Members entitled to participate in the voting process.
7. This report is based on votes cast through remote e-voting, which was downloaded from the NSDL portal ie., <https://www.evoting.nsdl.com/>
8. The results of the remote e-voting in respect to the resolutions contained in the Postal Ballot Notice dated September 12, 2025 are as follows:

1. RESOLUTION NO. 1: ORDINARY RESOLUTION

Appointment of Mr. Naveen Tahilyani (DIN: 06594510) as Non-Executive Director of the Company liable to retire by rotation:

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, if any, as amended from time to time, Mr. Naveen Tahilyani (DIN: 06594510), who was appointed as non-executive (Additional) Director by the Board of Directors effective September 13, 2025 and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a nonexecutive Director of the Company effective September 13, 2025 and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Anup Bagchi, Managing Director & Chief Executive Officer, Mr. Deepak Kinger, Chief Risk and Governance Officer and Ms. Priya Nair, Company Secretary, be and are hereby, severally, authorized to do all such acts, deeds, matters and things as may be deemed necessary and incidental to give effect to this resolution."

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1,962	130,48,76,457	99.15

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
195	1,12,37,357	0.85

(iii) **Invalid votes:**

Number of members whose votes were declared invalid/abstain	Number of invalid/abstain votes cast by them
0	0

2. RESOLUTION NO. 2: ORDINARY RESOLUTION

Appointment of Mr. Samit Upadhyay (DIN: 11288692) as Non-Executive Director of the Company liable to retire by rotation:

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, if any, as amended from time to time, Mr. Samit Upadhyay (DIN: 11288692), who was appointed as non-executive (Additional) Director by the Board of Directors effective September 13, 2025 and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a non-executive Director of the Company effective September 13, 2025 and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Anup Bagchi, Managing Director & Chief Executive Officer, Mr. Deepak Kinger, Chief Risk and Governance Officer and Ms. Priya Nair, Company Secretary, be and are hereby, severally, authorized to do all such acts, deeds, matters and things as may be deemed necessary and incidental to give effect to this resolution

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1965	130,54,16,695	99.28

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
189	95,17,942	0.72

(iii) **Invalid** votes:

Number of members whose votes were declared invalid/abstain	Number of invalid/abstain votes cast by them
0	0

Based on the foregoing, I hereby confirm that the above Resolution No.1 and 2 were passed **with** requisite majority.

The relevant records relating to the e-voting shall remain in my safe custody and will be handed over to the Company Secretary for preserving safely after the consideration of above results and once the Chairman approves and sign the Minutes.

For **Alwyn D'Souza & Co.**

Company Secretaries



Alwyn D'Souza

Proprietor

FCS No.5559, CP No.5137

[UDIN: F005559G001621316]



Place: Mumbai

Date: October 20, 2025

We the undersigned witnesseth that the votes were unblocked from the e-voting portal of the National Securities Depository Limited ('NSDL') ie., <https://www.evoting.nsdl.com/> in our presence at 5.01 PM IST on October 19, 2025.



Edion Dsouza

B/508, Shree Girnar Tower CHSL

Saibaba Nagar,

Mira Road East,

Thane 401107



Krishnakant Adagale

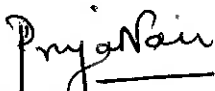
Row House No.18,

Mansi Row Co.op Hsg Soc Ltd

Kashigaon, Mira Road East,

Thane 401107

Countersigned by:
For ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED


Priya Nair
Company Secretary
Membership No. ACS 17769

Place: Mumbai
Date : October 20, 2025

